

**BYLAWS OF
INDIANA REGION 9 WORKFORCE BOARD, INC.**

ARTICLE 1
General

Section 1. Name. The name of the Corporation is Indiana Region 9 Workforce Board, Inc. (the “Corporation”).

Section 2. Doing Business. The Corporation will be doing business as: Southeast Indiana Workforce Investment Board. (SEIWIB).

Section 3. Address. The post office address of the Corporation’s registered office is 4555 Central Ave, #1300, Columbus IN 47203. The registered agent is Kurt Kegerreis, 4555 Central Ave, #1300, Columbus, IN 47203.

ARTICLE II
Membership

The Corporation shall have no members.

ARTICLE III
Statement of Purpose

The goal of the Corporation is to effectively plan, implement and oversee the charitable programs and policies as authorized by the Workforce Innovation and Opportunity Act of 2014, as amended from time to time, and the Wagner-Peyser Act, as amended from time to time, and other applicable federal, state and local laws and regulations.

ARTICLE IV
Board of Directors

Section 1. Generally. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors (“Board”), subject to the provisions of the Articles of Incorporation and these Bylaws and applicable federal, state and local laws. The Board of Directors shall have the number of members (“Directors”) that complies with the requirements of the Workforce Innovation and Opportunity Act of 2014 as amended from time to time, the Wagner-Peyser Act as amended from time to time, and other applicable state, federal and local laws and regulations, as amended from time to time. The Board of Directors shall have no greater than forty seven (47) members and no less than three (3) members. The Chief Elected Official, at his discretion, shall determine the actual number of Directors serving on the Board of Directors. The number of Directors as of the execution of these Bylaws shall be 21.

Section 2. Appointment of Directors.

a. The voting Directors of the Corporation (“Directors”) shall be appointed by the Chief Elected Official for Indiana Growth Region 9, pursuant to applicable federal and state law, regulations or policies applying to the Corporation.

b. There shall be no more than one Director from the same organization, agency, or entity, unless the organization, agency, or entity fulfills more than one of the required WorkOne partners, and the separation of job responsibilities make it necessary for the partner to have more than one representative on the Board.

c. At least fifty-one percent (51%) of the Directors shall be from private business. Pursuant to DWD Policy WIOA T1-(107) P2, nonprofit organizations can be included in this category.

d. To meet membership requirements, a single Director may fill more than one required seat. The Chief Elected Official shall be an ex-officio, non-voting, Director of the Corporation.

f. The Chief Elected Official, at his/her discretion, shall have the authority to appoint additional directors for specified terms.

Section 3. Terms

a. Directors shall serve for a term of three (3) years or until a successor is qualified and appointed. An initial appointment to fill a vacated Director’s position shall be for the remaining term of that Director. Vacancy replacements shall be selected by the Chief Elected Official from qualified nominees.

b. Unless a Director has resigned or is otherwise dismissed from the Board, a sitting Director shall, if reappointed under the terms of this Article IV, can serve any number of consecutive terms without limit.

Section 4. Removal.

a. Any Director may be removed, either with or without cause as provided by law, by the Chief Elected Official who then will notify the Director’s Local Elected Officials; or

b. Upon a majority vote in which a quorum is present, the Board may request the removal of a Director by the CEO should there be a:

1. Failure to comply with the Corporations Conflict of Interest Policy
2. Failure to maintain the qualifications which were the basis of the Director’s appointment to the Board.
3. Any act or acts considered by the Board to be detrimental to the Corporation.

Section 5. Resignation. A Director may resign by delivering written notice, by mail or email, to the Board of Directors, the Chairperson, the Secretary, or the Treasurer of the Corporation. A resignation is effective upon receipt.

Section 6. Quorum and Voting. Unless otherwise provided by applicable law, fifty-one percent (51%) of the approved and sitting Directors shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Meeting attendance may occur by any means permitted under Indiana law, including but not limited to electronic means. Except as otherwise provided in the Articles of Incorporation or Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director is entitled to one (1) vote. Any Director filling two or more required

Director's positions shall only have one vote. Votes by the Directors may be cast in any way permitted under Indiana law governing such meetings including, but not limited to, electronic voting.

Section 7. Proxies. No proxy voting shall be permitted

Section 8. Regular Meeting. The Board of Directors shall hold regular meetings, as fixed by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. The first regular meeting in the Corporation's fiscal year shall be the annual meeting of the Board of Directors and shall be in July.

Section 9. Special Meetings. Unless otherwise required by law, notwithstanding the preceding Section 8 of this Article IV, the Board of Directors may hold special meetings for any lawful purpose upon proper notice, upon call by the President/Chairperson of the Board of Directors, or by any five (5) of the qualified Directors then in office. A special meeting shall be held at such date, time, and place within the State of Indiana as is specified in the call of the meeting.

Section 10. Notice of Meetings. Unless otherwise required by law, notice of any special meeting and the purpose thereof of the Board of Directors shall be given at least forty eight (48) hours previously thereto by written notice delivered personally or sent by mail, e-mail or telegram to each Director at his/her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 11. Waiver of Notice. Notice may be waived by a Director in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the Director shall, at the beginning of the meeting or promptly upon the Director's arrival, object to holding the meeting and does not vote or assent to action taken at the meeting.

Section 12. Means of Communication. Unless otherwise provided by law or by policy of the Board, the Board of Directors, or a committee thereof, may (a) permit a Director or committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through or (c) vote by the use of any means of communication permissible by law by which all Directors or committee members participating may simultaneously hear each other during the meeting including but not limited to electronic means. A Director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 13. Action by Written Consent. Unless otherwise provided by law, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each Director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last Director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 13 shall have the effect of a meeting vote and may be described as such in any meeting document.

ARTICLE V Officers

Section 1. In General. The officers of this Corporation shall be a President/Chairperson, a Vice President/Vice Chairperson, a Secretary, a Treasurer, the immediate past Chairperson if said person is still appointed to the Board, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors prior to July 1st and shall serve for one (1) year and until the officer's successor is elected and qualified. All officers must be members of the Board. Unless provided otherwise by law, any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacates.

Section 2. President. The President shall be referred to as the "Chairperson". The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The Chairperson shall be appointed pursuant to applicable law. The Chairperson shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe. The Chairperson must represent the private business sector.

Section 3. Vice President. The Vice President/Vice Chairperson shall act in place of the President/Chairperson and be empowered to perform all acts that the President/Chairperson is authorized to perform in the event of the President/Chairperson's absence or inability to serve. The Vice President/Vice Chairperson shall perform the duties usual to such position and such other duties as the Board of Directors or President/Chairperson may prescribe. The Vice President/Vice Chairperson must represent the private business sector.

Section 4. Secretary. The Secretary shall perform such duties as directed by the Board of Directors or prescribed by law.

Section 5. Treasurer. The Treasurer shall perform such duties as directed by the Board of Directors or prescribed by law.

Section 6. Immediate Past Chairperson. The Immediate Past Chairperson, provided this person is still a qualified appointment to the Board, shall serve as an advisor to the Chairperson and to the Board.

Section 7. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or President/Chairperson may prescribe.

ARTICLE VI Committees

Section 1. The Board of Directors may, by resolution, designate Directors of the Corporation to constitute an Executive Committee, which, at a minimum, shall include the President/Chairperson, Vice President/Vice Chairperson, Secretary, Treasurer, Immediate Past Chairperson, provided this person is still a member of the Board, and one other private business Directors; and which, to the extent provided in such resolution and consistent with Indiana law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors, and at regular meetings which lack a quorum. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, exclusively be members of the Board of Directors. The Chair of any committee shall be a qualified Board Director.

Section 3. General. Fifty-one percent (51%) of the members of any committee shall constitute a quorum and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

ARTICLE VII Indemnification

Section 1. Indemnification by the Corporation. By the extent not inconsistent with applicable law, every person (and heirs and personal representatives of such person) who is or was a Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VII to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or

proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VII.

Section 2. Definitions.

(1) As used in this Article VII, the terms “claim, action, suit, or proceeding” shall include any threatened, pending, or completed claim, action, suit, or proceeding all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- (a) By reason of his or her being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
- (b) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
- (c) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(2) As used in this Article VII, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and judgment amounts, fines or penalties against, any expenditures incurred in dealing with any such claims, actions, suits or proceedings, and amounts paid in settlement by or on behalf of, a person.

(3) As used in this Article VII, the term “wholly successful” shall mean

- (a) Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,
- (b) Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or
- (c) The expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (1) if special independent legal counsel, which

may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “Referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section I of this Article VII and (2) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the Referee and answer questions which the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he or she relies for indemnification. The Corporation shall at the request of the Referee, make available facts, opinions, or other evidence in any way relevant to the Referee’s findings which are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VII shall be in addition to any right to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VII, the Board of Directors may at any time and from time to time, approve indemnification of directors, officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Article VII and insurance protecting the Corporation’s directors, officers, employees, or other persons.

ARTICLE VIII

Conflict of Interest/Private Inurement

Section 1. Each member of the Board of Directors and/or committees shall comply with applicable private inurement laws and conflict of interest law.

Section 2. A Director is prohibited from voting on any issue where the Director has a potential conflict of interest.

Section 3. If any Director significantly participates in the development of contract specifications or standards, or in a Board discussion or decision relating to: specific terms of a contract; determination of specific standards of performance of a contract; development of Invitations for Bid (IFB), Requests for Proposal (RFP), or other such bid processes leading to a contract; or any similar discussions or decisions, then that Director and the entity represented by that Director are prohibited from:

- A. Bidding on those contracts;

- B. Supervising staff who are paid from funding awarded under such contracts;
and
- C. Receiving any direct financial benefit from any resulting contract.

Note: No corporation, partnership, firm, association, or other entity shall receive the contract if it would create a conflict of interest for the Corporation's Director who significantly participated in the manner described above.

Section 4. Upon becoming a Director and thereafter at the first meeting of the Board each year, each Director shall file a written statement of disclosure of economic interests of the Director, the Director's spouse, and immediate family members including (1) positions of employment for the past five (5) years; (2) for the past five (5) years all positions as a paid director, officer or agent of or for any corporations, partnership, firm, association, or other entity for which compensation, other than per diem or expenses, was received; (3) corporations, partnerships, firms, associations, or other entities in which the Director, Director's spouse, and/or immediate family members are financially interested; (4) for each entity listed under item (1), (2), or (3), a listing of any benefits or services that such entity has provided to the Board for any of its programs for fees or any benefits or services that the Board has provided to such entity for a fee, within the last five (5) fiscal years; and (5) such additional information as the Board may require. The Board shall provide a form to be used in making these statements. All statements filed shall be available for inspection by any person during regular hours at the Board's administrative offices. Failure to file said form is grounds for disqual from the Board.

Section 5. If a conflict exists, additional information related to the conflict of interest must be documented by the Director, the Director's spouse, or immediate family member to include:

- A. Financial interests that are potential sources of conflict(s) of interest;
- B. Similar information concerning the Director's spouse and immediate family members if the economic interests of such spouse and/or immediate family could present a potential conflict of interest; and
- C. A full description of the potential conflict(s) of interest.

Section 6. Any Director with potential or actual conflict(s) of interest must submit a disclosure letter to the Corporation when potential conflict(s) are discovered, and if possible, before the agenda is prepared for the meeting involving the matter. If a Director discovers a conflict of interest at the meeting:

- A. The Director must verbally declare such conflict(s) of interest;
- B. The declaration must be clearly noted in the minutes; and
- C. The Director must be excused from the remainder of the discussion and the voting. However, the Director may respond to questions addressed to him regarding the conflicted issue. Excusing a Director under this section will not effect the determination of quorum.

Section 7. Each Director is responsible for determining whether potential conflict(s) of interest exist or arise during his/her service on the Board. Directors are also responsible for reporting such potential or actual conflict(s) of interest as soon as discovered.

Section 8. If the Corporation makes a contract or purchase with a Director or an entity associated with the Director, the Director shall justify the terms and conditions of the contract or purchase to the satisfaction of the Department of Workforce Development. The justification must demonstrate that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable to the Corporation.

Section 9. The Corporation shall adopt procedures that minimize the appearance of conflict(s) of interest.

Section 10. Directors who are also WorkOne partners should not serve on any committees that deal with oversight of the WorkOne System or that allocate resources to that Director's program.

ARTICLE IX Contracts, Checks, Loans, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power to bind the Corporation or to tender it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation and all instruments of transfer of securities shall be signed in the name of and on the behalf of the Corporation by the President and Treasurer, unless otherwise directed by the Board of Directors by resolution.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, trust companies, or other depositories as the Board of Directors may specify. Such specification may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE X Amendments

The power to make, alter, amend or repeal the Bylaws is vested in the Board of Directors of the Corporation.